

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG
香港日本語教育研究會

Incorporated the 13 September 2007

HONG KONG

No.1167186

(COPY)
COMPANIES ORDINANCE
(CHAPTER 32)
CERTIFICATE OF INCORPORATION

I hereby certify that

SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG
香港日本語教育研究會

(the word 'Limited' being omitted by Licence granted by me) is this day

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

Issued by the undersigned on 13 September 2007.

(Sd.) Miss Nancy O.S. YAU

for Registrar of Companies
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
And Not Having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG

香港日本語教育研究會

1. The name of the Company is “SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG 香港日本語教育研究會”, hereinafter referred as the “Society”.
2. The Registered Office of the Society will be situated in the Hong Kong Special Administrative Region of The People’s Republic of China (“the HKSAR”).
3. The objects for which the Society is established are :-
 - (1) (i) To encourage and promote the study of Japanese Language in Hong Kong and elsewhere.
 - (ii) To promote educational and cultural exchange among people in Hong Kong, Macau and Japan.
 - (2) With a view to the advancement of the purposes mentioned sub-clause (1) hereof to exercise the following power :-
 - (i) On a non-profit making basis, to print, sell, lend, distribute and publish books, literatures, newspaper, newsletters, reviews, magazines and periodicals, sponsor research on various aspects of Japanese, organize lectures, seminars or conferences on special topics and engage in other activities compatible with the objects of the Society.
 - (ii) On a non-profit making basis, to print, publish, sell, lend, or distribute the proceedings or reports of the Society.
 - (iii) To establish, conduct, operate and superintend classes or non-profit making schools and other educational institutions or training centres compatible with the objects of the Society and to hold lectures, exhibitions, public meetings, conferences and examinations calculated to advance the objects of the Society.
 - (iv) To establish and maintain libraries, and reading and writing rooms, for the promotions of its objects.
 - (v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
- 4.
- (1) The income and property of the Society, howsoever derived, should be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association.
 - (2) Subject to Sub-clauses (4) and (5) below, no portion of the income and properties of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Society.
 - (3) No member of the Executive Committee or Governing Body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Sub-clause (5) below) shall be given by the Society to any member of the Executive Committee or Governing body.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society not being a member of the Executive Committee or Governing Body of the Society in return for any service actually rendered to the Society.
 - (5) Nothing herein shall prevent the payment, in good faith, by the Society :-
 - (a) to any member of its Executive Committee or Governing Body of out-of-pocket expenses.
 - (b) of interest on money lent by any member of the Society or its Executive Committee or Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or its Executive Committee or Governing Body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Society or its Executive Committee or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
 - (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.
5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.
7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a Judge of the High Court of HKSAR having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. No addition, alternation or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.
9. The Society shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing. (*Amended by Special Resolution dated 15/1/2011*)

We, the several persons, whose names, addresses and descriptions are hereto subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Ms. LEUNG On Yuk (梁 安玉)

Ms. LEUNG On Yuk (梁 安玉)
Assistant Professor
Flat D, 9th Floor, Carol Mansion,
36-42 Lyttelton Road, Mid-Levels,
Hong Kong.

(Sd.) Mr. LEE Chak Sum (李 澤森)

Mr. LEE Chak Sum (李 澤森)
School Principal
Flat A, 16/F., Block 2, Provident Centre,
North Point, Hong Kong

(Sd.) Mr. SHIH Chiu Chiung (石 秋炯)

Mr. SHIH Chiu Chiung (石 秋炯)
Lecturer
2/F., Fung House, 19-20 Connaught Road, Central,
Hong Kong

(Sd.) Mr. YUEN Yik Kwong (阮 亦光)

Mr. YUEN Yik Kwong (阮 亦光)
Managing Director
Flat G, 46/F, Block 2, Metro Harbour View,
8 Fuk Lee Street, Tai Kok Tsui, Kowloon.

(Sd.) Mr. Yip wai yin (葉 偉然)

Name: Mr. Yip wai yin (葉 偉然)
Deputy Secretary General
Flat G, 5/F, Block 6, Sceneway Garde
Lam tin, Kowloon.

Dated the 27 August 2007

WITNESS to the above signatures :

(Sd.) Lai Chi Leung

Lai Chi Leung
Company Secretary
Rm 806, Nan Fung Tower,
173 Des Voeux Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

OF

SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG

香港日本語教育研究會

Preliminary

1. In these Articles:-

- (a) "the Society" means SOCIETY OF JAPANESE LANGUAGE EDUCATION HONG KONG 香港日本語教育研究會.
- (b) "Member" means such person who has been admitted a member of the Society in accordance with Article 5 or 6 hereof.
- (c) "Ordinance" means the Companies Ordinance, Chapter 32.
- (d) "Seal" means the common seal of the Society.
- (e) "Secretary" means any person appointed to perform the duties of the secretary of the Society.
- (f) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Purpose

2. The Society is established for the objects set out in the Memorandum of Association.

Members

- 3. For the purposes of registration, the number of members of the Society is declared not to exceed 3000.
- 4. The members of the Society shall consist of Ordinary Members and Corporate Members.
- 5. Any person who subscribes to the objects of the Society duly proposed by an Ordinary Member and seconded by another Ordinary Member may apply for Ordinary Membership. The admission of Ordinary Members shall be vested in the Executive Committee.

6. Any corporate or organisation who subscribes to the objects of the Society and willing to sponsor the Society duly proposed by an Ordinary Member and seconded by another Ordinary Member may apply for Corporate Membership. The admission of Corporate Members shall be vested in the Executive Committee.

Subscriptions

7. The annual subscriptions for the Ordinary Member and the Corporate Member shall be such sum or sums as from time to time first be determined by the Executive Committee and then approved by the members in general meeting. Annual subscription fee is due on 1 January each year. Any member joining the Society during the year shall pay a full year member subscription in the first year.
8. Every member shall on his admission pay the subscription fee as provided under Article 7. All annual subscription shall be payable in advance. Any member whose subscription is in arrears for more than 1 year may, at the absolute discretion of the Executive Committee, be deemed to be no longer a member of the Society.

Other Rules related to members

9. A member shall cease to be a member of the Society when a special resolution in the extraordinary general meeting duly convened for the purpose of removing him from the membership of the Society has been passed provided that :-
 - (a) he violates any of the Articles of Association or by-laws of the Society; or
 - (b) his conduct shall in the opinion of the Executive Committee be injurious or contrary to the character or interests of the Society.

The special resolution about the removal of membership is not valid until the Executive Committee has provided 21 days' written notice to the affected member about the convening of the extraordinary general meeting in respect of the removal of his membership in which the affected member has the right to attend the meeting and give explanations.

10. Any member may withdraw from the Society by giving notice in writing to the Society of his intention to do so, and upon the expiration of the notice, he shall cease to be a member.
11. Any removed or withdrawn or ceased member may re-apply for the membership of the Society, the admission of such member shall be at the absolute discretion of the Executive Committee.

General Meetings

12. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting, as such in the notices calling it, and not less than 12 months and not more than 15 months after the holding of the last preceding general meeting. Provided that so long as the Society holds its first annual general meeting within 18 months of its incorporation, it needs not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisition, as provided by section 113 of the Ordinance. If at any time there are not sufficient Executive Committee Members within Hong Kong capable of

acting to form a quorum, any Executive Committee Member or any two members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

Notice of General Meetings

15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting right of all the members entitled to attend and vote at that meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meeting

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Executive Committee Members and auditors, the election of Executive Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 members entitled to attend and vote at the meeting present in person shall be a quorum.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Executive Committee Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
20. The Chairman of the Executive Committee shall preside as Chairman at every general meeting of the Society, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Society of his intention not to attend the meeting, the Executive Committee Members present shall elect one of their number to be chairman of the meeting.
21. If at any meeting no Executive Committee Member is willing to act as chairman or if no Executive Committee Member is present within 15 minutes after the time appointed for holding

the meeting, the members present shall choose one of their number to be Chairman of the meeting.

22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place; when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) at least 2 members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

The demand for a poll may be withdrawn.

24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the shows of hands take place or at which the poll is demanded, shall be entitled to a second or casting vote.
26. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Vote of Members

27. Each member shall have only one vote (whether on a show of hands or on a poll).
28. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
29. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Society in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

30. On a poll votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-
- " Society of Japanese Language Education Hong Kong
I/We of _____, being a member/members of the above named Society, hereby appoint _____ of _____ or failing him _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Society to be held on the day of 20____, and at any adjournment thereof.
Signed this _____ day of _____ 20____."
34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-
- " Society of Japanese Language Education Hong Kong
I/We , of _____, being a member/members of the above named Society, hereby appoint _____ of _____ or failing him _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Society to be held on the day of 20____, and at any adjournment thereof.
Signed this _____ day of _____ 20____.
This form is to be used *in favour of the resolution. Unless otherwise instructed, the will vote as he thinks fit. _____ against _____ proxy
*Strike out whichever is not desired."
35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Executive Committee

37. The Executive Committee shall consist of Ordinary Members only. The number of the Executive Committee Members shall not be less than five and not more than 18.

38. The names of the first Executive Committee Members shall be :-

Ms. LEUNG On Yuk (梁 安玉)
Mr. LEE Chak Sum (李 澤森)
Mr. SHIH Chiu Chiung (石 秋炯)
Mr. NOGUCHI Kazuyoshi (野口 一良)
Ms. MIYAZOE WONG Yuko (宮副 裕子)

39. The Executive Committee shall elect five of their number to serve in the office of :-

One Chairman
Two Vice Chairmen
One Honorary Treasurer
One Honorary Secretary

40. The Executive Committee may appoint other officers, as the Executive Committee may, from time to time, think fit.

41. No salary, remuneration or allowance shall be paid to the Executive Committee Members as such but they shall be reimbursed expenses properly incurred by them in connection with the business of the Society.

42. Subject to Clause 4 of the Memorandum of the Association, members of the staff of the Society shall be employed on such terms and paid such remuneration as the Executive Committee Members shall from time to time determine.

Power and Duties of Executive Committee Members

43. The business and affairs of the Society shall be managed by the Executive Committee, who may pay all expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Ordinance or by these Articles, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by at least two Executive Members of the Society.

45. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Executive Committee;
- (b) of the names of the Executive Committee Members present at each meeting of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of the Society, and of the Executive Committee.

and every Executive Committee member present at any meeting of Executive Committee shall sign his name in a book to be kept for that purpose.

46. Without prejudice to the general powers conferred by the preceding Article and the other powers conferred by these Articles, it is hereby expressly declared that the Executive Committee Members shall have the following powers in furtherance of the objects but not otherwise, that is to say, power:-
- (a) To accept and grant membership of the Society in accordance with the provisions of the Articles of Association.
 - (b) To design and implement the various activities and projects of the Society pertaining to achieving the objects of the Society.
 - (c) To manage the accounts and all financial matters of the Society.
 - (d) To delegate any of its power to persons or sub-committees responsible for organizing activities and projects pertaining to the objects of the Society.
 - (e) Subject to Clause 4 of the Memorandum of the Association, to employ and dismiss employees of the Society on such terms as the Executive Committee Members shall think fit.
 - (f) To terminate or suspend any activities or projects of the Society that are contrary to the objects of the Society.
 - (g) To borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society.

Disqualification of Executive Committee Members

47. The office of an Executive Committee Member shall be vacated if that Executive Committee Member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being an Executive Committee Member by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Society given in accordance with section 157D(3)(a) of the Ordinance; or
 - (e) is directly or indirectly interested in any contract with the Society and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance; or
 - (f) is disqualified from membership.
48. Without limiting the generality of the foregoing, the Executive Committee may, by a resolution passed to that effect by a three-quarters majority, dismiss any Executive Committee Member if and when:-
- (a) full and detailed reasons with proof thereof are available to show that the conduct of that Executive Committee Member is grossly detrimental or injurious to the Society or its interest; or
 - (b) that Executive Committee Member for any reasons did not present in any one of the meetings of the Executive Committee throughout a calendar year provided that on such occasion, the Executive Committee shall first request the Executive Committee Member to resign and only if he does not do so will the Executive Committee dismiss him from office.

49. The members in General Meeting may also, by a resolution passed to that effect by a three-quarters majority, dismiss any Executive Committee Member or all Executive Committee Members on any of the grounds set out in the preceding Article.

Rotation of Executive Committee Members

50. The first Executive Committee Members shall hold office until the date of the first annual general meeting, and at the annual general meeting in every subsequent year, all of the Executive Member who have been in office for two years or more shall retire from his office. *(Amended by Special Resolution dated 15/1/2011)*
51. A retiring Executive Committee Member shall be eligible for re-election.
52. The Society at the meeting at which an Executive Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Executive Committee Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Executive Committee Member shall have been put to the meeting and lost.
53. (a) No person other than an Executive Committee Member retiring at the meeting shall unless recommended by the Executive Committee be eligible for election to the office of Executive Committee Member at any general meeting unless, not less than 14 nor more than 28 days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. *(Amended by Special Resolution dated 15/1/2011)*
- (b) If a ballot is to be held for the election of Executive Committee Member, the Secretary General shall, not less than 28 days prior to the Annual General Meeting or other General Meeting for such purpose, cause to be sent to each member of the Society such document to be in such form as the Council may prescribe. *(Amended by Special Resolution dated 15/1/2011)*
- (c) A Member may vote in the election of Executive Committee Members:-
- (a) in person at the Annual General Meeting in accordance with Article 53(e) below; or
- (b) by proxy at the Annual General Meeting in accordance with Articles 53(f) and (g) below. *(Amended by Special Resolution dated 15/1/2011)*
- (d) A Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be a Member of the Society. *(Amended by Special Resolution dated 15/1/2011)*
- (e) At the Annual General Meeting each Member present in person shall be given a voting paper for use by him to vote in person on the election of Executive Committee Members, and if he has been appointed as proxy for another Member, a further voting paper in respect of each Member by whom he has been so appointed. Each voting paper shall bear a statement as to the number of vacancies to be filled and shall contain the names of the candidates for election to the Executive Committee in alphabetical order of surnames. A Member who wishes to vote in person or as proxy for another Member shall mark or otherwise indicate

in the manner set forth on the voting paper those persons nominated whom he votes for as Executive Committee Members in the election. No Member shall indicate more names than there are vacancies to be filled or the number of nominated candidates and in the event that any Member shall do so his voting paper shall be invalid. *(Amended by Special Resolution dated 15/1/2011)*

- (f) The vote of a proxy of a Member may be countermanded by the vote of that Member cast in person at the Annual General Meeting at which the election takes place. *(Amended by Special Resolution dated 15/1/2011)*
 - (g) At the Annual General Meeting the voting papers (together with all instruments of proxy relative thereto) completed in accordance within (f) above shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the Chairman who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates in respect of the last remaining vacancy or vacancies, then, as between those candidates, the successful candidate shall be determined by a lot drawn by the Chairman of the meeting. *(Amended by Special Resolution dated 15/1/2011)*
54. The Executive Committee shall have power at any time, and from time to time, to appoint any person to be an Executive Committee Member to fill a casual vacancy. Any Executive Committee Member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
55. The Society may from time to time by ordinary resolution increase or reduce the number of Executive Committee Members.
56. The Society may by special resolution remove any Executive Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Executive Committee Member. Such removal shall be without prejudice to any claim such Executive Committee Member may have for damages for breach of any contract of service between him and the Society.
57. The Society may by ordinary resolution appoint another person in place of an Executive Committee Member removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Committee Members under Article 54, the Society in general meeting may appoint any person to be an Executive Committee Member either to fill a casual vacancy or as an additional Executive Committee Member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Executive Committee Member on the day on which the Executive Committee Member in whose place he is appointed was last elected an Executive Committee Member.

Proceedings of Executive Committee Members

58. The Executive Committee Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote. An Executive Committee Member may, and the Secretary on the requisition of an Executive Committee Member shall, at any time summon a meeting of the Executive Committee Members. It shall not be necessary to give notice of a meeting of Executive Committee Members to any Executive Committee Member for the time being absent from Hong Kong.

59. The quorum necessary for the transaction of the business of the Executive Committee shall be three.
60. The continuing Executive Committee Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of Executive Committee Members, the continuing Executive Committee Members may act for the purpose of increasing the number of Executive Committee Members to that number, or of summoning a general meeting, but for no other purpose.
61. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, anyone of the Vice Chairmen shall be Chairman of the meeting. If the Chairman and the Vice Chairman is not present within fifteen minutes after the time appointed for holding the same, the Executive Committee Members present may choose one of their number to be Chairman of the meeting.
62. A resolution in writing signed by all the Executive Committee Members for the time being shall be as valid and effectual as a resolution duly passed at a meeting of the Executive Committee Members duly convened and held, notwithstanding that such signings may take place at different times or places.
63. An Executive Committee Member, notwithstanding his interest, shall be counted in a quorum present at any meeting in respect to any contract or arrangement in which he has a financial interest but shall not vote.

President

64. The Chairman of the Executive committee shall be the President of the Society.

Honorary Presidents

65. The Executive Committee may whenever it thinks fit appoint past Presidents of the Society to become the Honorary Presidents of the Society. Unless the Honorary President so appointed is also the Member of the Executive Committee, he has no voting right in the Executive Committee.

Honorary Patron

66. The Consul-General in the Consulate-General Of Japan in Hong Kong will be invited by the Executive Committee to become the Honorary Patron of the Society.

Honorary Advisor

67. Any person of distinct contribution to the education of Japanese language in Hong Kong and Macau may be invited by the Executive Committee to become the Honorary Advisor of the Society. The person who has accepted to be the Honorary Advisor of the Society shall continue to remain as Honorary Advisor until he resigns.

Advisor

68. The Personnel responsible for the culture development from the Consulate-General Of Japan in Hong Kong will be invited by the Executive Committee to become the Advisor of the Society.

Secretary

69. The Secretary shall be appointed by the Executive Committee for such term, at such conditions as they may think fit; and any Secretary so appointed may be removed by them.

70. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

71. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorized by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by an Executive Committee Member and shall be countersigned by the secretary or by a second Executive Committee Member.

Accounts

72. The Executive Committee shall cause proper books of account to be kept with respect to :-
- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place;
 - (b) all sales and purchases of goods by the Society; and
 - (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

73. The books of accounts shall be kept at the registered office of the Society, or, subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee may think fit, and shall always be open to the inspection of the Executive Committee Members.
74. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations all or any of the accounts and books of the Society shall be open to the inspection of members who are not Executive Committee Members, and no member (not being an Executive Committee Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorized by the Executive Committee or by the Society in general meeting.
75. The Executive Committee shall, from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Society in general meeting an income and expenditure accounts, balance sheets and reports as are referred to in those sections.
76. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Society in general meeting, together with a copy of the Executive Committee' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware.

Audit

77. Auditor shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

Notices

78. A notice may be served by the Society on any member either by advertisement in the local press or personally or by sending it by post to such member in a prepaid cover to him at his last-known address.

79. Any notice may be served by the Society on any member who has no address within Hong Kong, and who has not notified the Society of an address, by exhibition of the same in the registered office of the Society for a period of 24 hours at the expiration of which such notice shall be deemed to have been duly served on such member.
80. Where a notice is sent by post, it shall be deemed to have been served on the day following that on which the envelope containing the notice is posted. The service thereof shall for all purposes be deemed to have been effected by proof that the envelope containing the same is properly addressed, prepaid and posted.

Winding-up

81. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

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(Sd.) Mr. Yip wai yin (葉 偉然)

Name: Mr. Yip wai yin (葉 偉然)
Deputy Secretary General
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Dated the 27 August 2007

WITNESS to the above signatures:

(Sd.) Lai Chi Leung

Lai Chi Leung
Company Secretary
Rm 806, Nan Fung Tower,
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